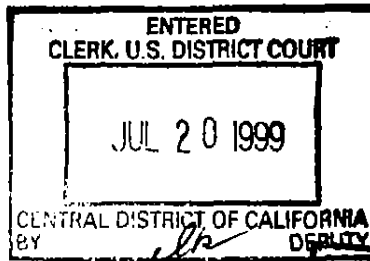


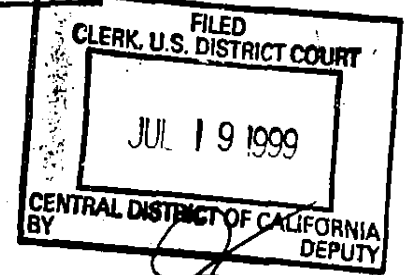
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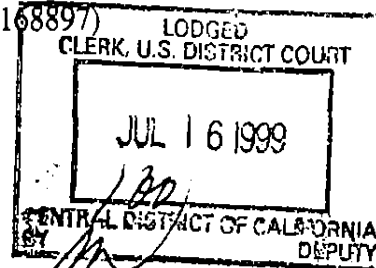
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Counterclaimants THOMAS LOWE
VENTURES, INC. and CENTURI CORPORATION



UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

MATTEL, INC., a Delaware corporation,

Plaintiff,

vs.

THOMAS LOWE VENTURES, INC. dba
JOHNNY LIGHTNING and dba PLAYING
MANTIS, a Michigan corporation; MIKE
GROVE, an individual; CENTURI
CORPORATION dba ESTES INDUSTRIES, a
Delaware corporation; and DOES 1-50,

Defendants.

AND RELATED CROSS-ACTION.

) CASE NO. CV 96-7872 CBM (CWx)
)
) STIPULATION RE DISMISSAL OF
) (1) SECOND AMENDED COMPLAINT
) AS TO DEFENDANTS THOMAS
) LOWE VENTURES, INC. AND
) CENTURI CORPORATION ONLY;
) AND (2) AMENDED
) COUNTERCLAIM; [Proposed] ORDER
) THEREON

) Action Filed: 11/08/96
) Trial Date: 06/29/99

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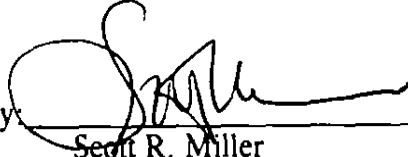
1 IT IS HEREBY STIPULATED AND AGREED by and between plaintiff and
2 counterdefendant Mattel, Inc. ("Mattel"), by and through its counsel of record, Riordan &
3 McKinzie, and defendants and counterclaimants Thomas Lowe Ventures, Inc. ("TLV") and
4 Centuri Corporation ("Centuri"), by and through their counsel of record, Laff, Whitesel, Conte
5 & Saret, Ltd. and Sidley & Austin, as follows:

6
7 (1) Mattel hereby dismisses its Second Amended Complaint dated November 26,
8 1997, with prejudice, against defendants Thomas Lowe Ventures, Inc. and Centuri
9 Corporation; and

10
11 (2) Thomas Lowe Ventures, Inc. and Centuri Corporation hereby dismiss its Joint
12 Counterclaim dated July 29, 1997, with prejudice, in its entirety.

13
14
15 Dated: July 15, 1999

16 RIORDAN & MCKINZIE
17 A Professional Law Corporation
18 SCOTT R. MILLER
19 DIANE M. LAMBILLOTTE
20 AMY J. FRANKEL

21 By 
22 Scott R. Miller
23 Attorneys for Plaintiff and
24 Counterdefendant MATTEL, INC.
25
26
27
28

1 Dated: June 13, 1999

LAFF, WHITESEL, CONTE & SARET
CHARLES A. LAFF
JUDITH L. GRUBNER
KEVIN C. TROCK

SIDLEY & AUSTIN
BRADLEY H. ELLIS
CATHERINE VALERIO BARRAD

6 By: Judith L. Grubner
Judith L. Grubner
Attorneys for Defendants and Counter Claimants
THOMAS LOWE VENTURES, INC. and
CENTURI CORPORATION

10 ORDER

11 Good cause appearing therefore,

12 IT IS HEREBY ORDERED that this Stipulation is made and entered as an order of this
13 Court.

15 Dated: 7/16/99

C. B. Green
UNITED STATES DISTRICT COURT JUDGE

PROOF OF SERVICE BY MAIL

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the county aforesaid; I am over the age of 18 years and not a party to the within action; my business address is 300 South Grand Avenue, 29th Floor, Los Angeles, California 90071-3155.

On July 16, 1999, I served the foregoing document(s) described as:

STIPULATION RE DISMISSAL OF (1) SECOND AMENDED COMPLAINT AS TO DEFENDANTS THOMAS LOWE VENTURES, INC. AND CENTURI CORPORATION ONLY; AND (2) AMENDED COUNTERCLAIM; [Proposed] ORDER THEREON

on interested parties in this action by placing a true copy thereof in a mail box maintained by the U.S. Postal Service, enclosed in a sealed envelope with postage thereon fully prepaid at Los Angeles, California, addressed as follows:

Charles A. Laff, Esq.
Judith L. Grubner, Esq.
Kevin Trock, Esq.
Laff, Whitesel, Conte
& Saret
401 N. Michigan Avenue
Suite 1700
Chicago, Illinois 60611

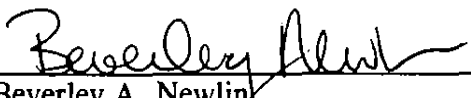
Bradley H. Ellis, Esq.
Catherine Valerio Barrad, Esq.
Sidley & Austin
555 West Fifth Street
Suite 4000
Los Angeles, CA 90013

Mr. Mike Grove
1047 East Fifth Street
Fremont, Nebraska 68025

I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than 1 day after date of deposit for mailing in affidavit.

Executed on July 16, 1999, at Los Angeles, California.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.


Beverley A. Newlin